

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. 1140

CERTIFICATION OF COUNSEL

I, Matthew R. Pierce, counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On March 22, 2023, the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors’ Interests in Mysten Labs, Inc. and Sui Token Warrants Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors’ Entry into, and Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of the Sui Token Warrants and (IV) Granting Related Relief* [D.I. 1140] (the “Motion”). The Debtors also filed as Exhibit B to the Motion that certain *Purchase and Sale Agreement*, dated as of March 22, 2023 (the “Purchase Agreement”).

2. On April 10, 2023, the Debtors filed the *Declaration of John J. Ray III in Support of Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors’ Interests in Mysten Labs, Inc. and Sui Token Warrants Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors’ Entry into, and*

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of the Sui Token Warrants and (IV) Granting Related Relief [D.I. 1251] and the *Declaration of Kevin Boot in Support of Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors' Interests in Mysten Labs, Inc. and Sui Token Warrants Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors' Entry into, and Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of the Sui Token Warrants and (IV) Granting Related Relief* [D.I. 1252] (collectively, the “Supplemental Declarations”).

3. As of the date hereof, no formal objections or other responses to the Motion have been filed or served on the Debtors. The Debtors received informal comments (the “Informal Comments”) from the Office of the United States Trustee (the “U.S. Trustee”).

4. To resolve the Informal Comments, the Debtors (i) filed the Supplemental Declarations; (ii) revised the proposed form of order (the “Revised Order”); and (iii) amended the Purchase Agreement. A copy of the Revised Order is attached hereto as **Exhibit A**. A copy of the Revised Order compared against the proposed form of order attached to the Motion is attached hereto as **Exhibit B**. A copy of that certain *Amendment to Purchase and Sale Agreement*, dated as of April 10, 2023, is attached hereto as **Exhibit C**.

5. The Revised Order has been circulated to the U.S. Trustee, the Official Committee of Unsecured Creditors appointed in these chapter 11 cases, and Mysten Labs, Inc. (collectively, the “Parties”). The Parties have no objection to the entry of the Revised Order. In accordance with the Court’s electronic order processing procedures, a clean copy of the Revised Order shall be uploaded to CM/ECF.

6. Accordingly, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: April 10, 2023
Wilmington, Delaware

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